

NOTICE OF ANNUAL GENERAL MEETING

The fourteenth Annual General Meeting of shareholders of Ausmon Resources Limited ("Company") will be held at the **Offices of Piper Alderman, Level 23, Governor Macquarie Tower, 1 Farrer Place, Sydney**, on **29 November 2024 at 12:30 pm**.

FINANCIAL, DIRECTORS' AND AUDITOR'S REPORTS

To receive and consider the Financial Report of the Company, the Directors' Report and the Auditor's Report for the year ended 30 June 2024 in accordance with Section 317 of the Corporations Act 2001.

A hard copy of the 2024 Annual Report is mailed only to those shareholders who have previously made the election. A copy of the 2024 Annual Report may be obtained from the Company's website at www.ausmonresources.com.au

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following ordinary resolutions:

1. Adoption of the Remuneration Report

"That the Remuneration Report contained in the Directors' Report of the 2024 Annual Report be adopted."

2. Election of Mr Eric W Y M Sam Yue as a Director

"That Mr Eric W Y M Sam Yue who retires according to the Constitution of the Company and who, being eligible, offers himself for re-election, be re-elected a Director."

3. Approval for issue of shares to Director Mr Boris Patkin under Employee Incentive Plan 2022

"That approval be given under and for the purposes of Listing Rule 10.14 of ASX Limited and for all other purposes, the issue of 6,000,000 fully paid ordinary shares in Ausmon Resources Limited at an issue price of \$0.004 per share and the provision of a loan of \$24,000.00 to acquire the shares to Mr Boris Patkin under the Ausmon Employee Incentive Plan 2022 on the terms detailed in the Explanatory Statement."

4. Approval for issue of shares to Director Mr John Wang under Employee Incentive Plan 2022

"That approval be given under and for the purposes of Listing Rule 10.14 of ASX Limited and for all other purposes, the issue of 6,000,000 fully paid ordinary shares in Ausmon Resources Limited at an issue price of \$0.004 per share and the provision of a loan of \$24,000.00 to acquire the shares to Mr John Wang under the Ausmon Employee Incentive Plan 2022 on the terms detailed in the Explanatory Statement."

5. Approval for issue of shares to Director Mr Eric W Y M Sam Yue under Employee Incentive Plan 2022

"That approval be given under and for the purposes of Listing Rule 10.14 of ASX Limited and for all other purposes, the issue of 6,000,000 fully paid ordinary shares in Ausmon Resources Limited at an issue price of \$0.004 per share and the provision of a loan of \$24,000.00 to acquire the shares to Mr Eric W Y M Sam Yue under the Ausmon Employee Incentive Plan 2022 on the terms detailed in the Explanatory Statement."

6. Approval for issue of shares to Director Mr Boris Patkin as payment of Director's fees

"That approval be given for the purposes of Listing Rule 10.11 of ASX Limited and for all other purposes for the Company to issue 12,480,000 fully paid ordinary shares in Ausmon Resources Limited to Mr Boris Patkin or his nominee at a deemed issue price of \$0.0025 per share as payment of Director's fees owing of \$31,200.00 including GST for part of the financial year to 30 June 2024"

7. Approval for issue of shares to Director Mr John Wang as payment of Director's fees

"That approval be given for the purposes of Listing Rule 10.11 of ASX Limited and for all other purposes for the Company to issue 11,952,000 fully paid ordinary shares in Ausmon Resources Limited to Mr John Wang or his nominee at a deemed issue price of \$0.0025 per share as payment of Director's fees owing of \$29,880.00 including GST for part of the financial year to 30 June 2024."

8. Approval for issue of shares to Director Mr Eric W Y M Sam Yue as payment of Director's fees

"That approval be given for the purposes of Listing Rule 10.11 of ASX Limited and for all other purposes for the Company to issue 6,295,966 fully paid ordinary shares in Ausmon Resources Limited to Mr Eric W Y M Sam Yue or his nominee at a deemed issue price of \$0.0025 per share as payment of Director's fees owing of \$15,739.92 excluding superannuation for part of the financial year to 30 June 2024."

9. Approval for issue of up to 200,000,000 new ordinary shares

"That approval is given under and for the purposes of Listing Rule 7.1 of ASX Limited for the issue and allotment of up to 200,000,000 fully paid ordinary shares as detailed in the Explanatory Statement."

VOTING EXCLUSION STATEMENT

Resolution 1

The Company will disregard any votes cast on Resolution 1 by or on behalf of either:

- a member of the key management personnel (KMP) as disclosed in the Remuneration Report; or
- a closely related party of such a member.

unless the vote is cast as proxy for a person entitled to vote on Resolution 1:

- in accordance with a direction on the proxy form; or
- by the Chairman of the meeting, in accordance with an express authorisation to exercise the proxy even though Resolution 1 is connected with the remuneration of the KMP.

Resolutions 3, 4 and 5

In accordance with Listing Rule 10.14 of ASX Limited ("ASX"), the Company will disregard any votes cast in favour of Resolutions 3, 4 and 5 by or on behalf of the following persons who are eligible to participate in the employee incentive scheme of the Company:

- a Director of the Company;
- an associate of a Director of the Company; and
- a person whose relationship with the Company or a Director of the Company or an associate of a Director of the Company is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

However, with respect to all resolutions the Company will not disregard a vote where it is cast in favour by or on behalf of:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6

In accordance with Listing Rule 10.11 of ASX, the Company will disregard any votes cast on Resolution 6 by or on behalf of:

- Mr Boris Patkin; and
- any associate of Mr Boris Patkin.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7

In accordance with Listing Rule 10.11 of ASX, the Company will disregard any votes cast on Resolution 7 by or on behalf of:

- Mr John Wang; and
- any associate of Mr John Wang.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8

In accordance with Listing Rule 10.11 of ASX, the Company will disregard any votes cast on Resolution 8 by or on behalf of:

- Mr Eric W Y M Sam Yue; and
- any associate of Mr Eric W Y M Sam Yue.

However, this does not apply to a vote cast in favour of Resolution 8 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 9

In accordance with Listing Rule 7.1 of ASX Limited, the Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being the holder of ordinary securities in the entity); and
- an associate of that person.

However, this does not apply to a vote cast in favour of Resolution 9 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

HOW TO VOTE

If you wish to vote on the resolutions contained in this notice, you should either attend the meeting in person or appoint a proxy or proxies to attend on your behalf in person. In relation to the appointment of proxies, refer to the notes on proxies on the Proxy Form. A body corporate may appoint a representative to attend in accordance with the Corporations Act 2001. An executed notice evidencing the appointment of the person attending is required when registering at the Annual General Meeting.

To be valid, forms of proxy (enclosed) for use at the meeting must be completed and returned to the Company no later than 12:30 pm NSW Standard Time on 25 November 2024.

ENTITLEMENT TO VOTE

For the purpose of the meeting, and in accordance with regulation 7.11.37 of the Corporations Regulations 2001, it has been determined that shares in the Company will be taken to be held by the persons who are registered holders as at 11:00 pm (NSW Standard Time) on 25 November 2024. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Dated this 25th day of October 2024.

By Order of the Board of Directors of the Company

Eric Sam Yue
Company Secretary

T; 02 9264 6988

E: office@ausmonresources.com.au

EXPLANATORY STATEMENT

This Explanatory Statement provides information to shareholders for the Annual General Meeting of shareholders of Ausmon Resources Limited to be held on **29 November 2024 at 12:30 pm** at the **Offices of Piper Alderman, Level 23, Governor Macquarie Tower, 1 Farrer Place, Sydney** and it should be read in conjunction with the accompanying Notice of Annual General Meeting.

Receipt of Financial, Directors' and Auditor's Reports

The first item of business deals with the Financial Report of the Company, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2024. Shareholders are to consider these reports and seek explanations, if required, from the Directors when the reports are presented to the meeting. No resolution is required on these reports and they are only required to be laid at the meeting in accordance with Section 317 of the Corporations Act 2001.

Resolution 1 - Adoption of the Remuneration Report

The Remuneration Report contained in the Directors' Report of the Annual Report must be put to the vote for its adoption in accordance with Section 250R(2) of the Corporations Act 2001. The vote on this resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report can be found on pages 36 to 40 of the 2024 Annual Report.

Resolution 2 - Election of Director – Mr Eric W Y M Sam Yue

Mr Eric W Y M Sam Yue joined the Company as a Director since October 2017. Mr Eric Sam Yue holds a Bachelor of Science in Economics and is a Chartered Accountant with international experience in both public accounting and commerce. His financial management and corporate experience span over 25 years in senior financial executive positions in professional services, shipping, mining and oil and gas companies in Australia and New Zealand in private and ASX listed companies.

Resolutions 3, 4 and 5 – Approval for issue of Shares to Directors Mr Boris Patkin, Mr John Wang and Mr Eric W Y M Sam Yue under the Ausmon Employee Incentive Plan 2022 (“EIP 2022”)

The Company proposes to issue new fully paid ordinary shares in Ausmon Resources Limited (“Shares”) to each of Directors Mr Boris Patkin, Mr John Wang and Mr Eric W Y M Sam Yue under the EIP 2022 (each an “EIP Issue”).

Listing Rule 10.14 of ASX provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- 10.14.1 a director of the company;
 - 10.14.2 an associate of a director of the company; or
 - 10.14.3 a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by the shareholders,
- unless it obtains the approval of its shareholders.

Each EIP Issue falls within Listing Rule 10.14.1 above and therefore requires the approval of shareholders under Listing Rule 10.14.

Resolutions 3, 4 and 5 seek the required shareholder approval to each EIP Issue under and for the purposes of Listing Rule 10.14.

If each of Resolutions 3, 4 and 5 is passed, the Company will be able to proceed with each EIP Issue and each Director's interest in the Company will be increased by 6,000,000 Shares further aligning his interests with shareholders accordingly increasing the total shares on issue of the Company by 18,000,000 Shares. In addition the EIP Issue will be excluded from the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the EIP Issue date.

If any of Resolutions 3, 4 and 5 is not passed, the Company will not be able to proceed with the related EIP Issue and the relevant Director will not receive the proposed equity incentive benefit accordingly not increasing the total shares on issue of the Company. The Directors will accept the Shareholders' decision and forgo the equity incentive benefit they have sought at this time.

Information to shareholders in accordance with Listing Rule 10.15 is as follows:

- 10.15.1 The Shares to be issued to Mr Boris Patkin, Mr John Wang and Mr Eric W Y M Sam Yue.
- 10.15.2 Mr Boris Patkin, Mr John Wang and Mr Eric W Y M Sam Yue are Directors of the Company.
- 10.15.3 6,000,000 Shares to be issued to each of Mr Boris Patkin, Mr John Wang and Mr Eric W Y M Sam Yue.
- 10.15.4 The total remuneration package of each Director in the financial year ended 30 June 2024 is as follows:
 - . Mr Boris Patkin - \$36,000 Director fees and \$16,800 in share-based payment;
 - . Mr John Wang - \$36,000 Director fees and \$16,800 in share-based payment; and
 - . Mr Eric W Y M Sam Yue - \$36,000 Director fees, \$70,357 management fees and \$16,800 in share-based payment.

The remuneration for the financial year 2025 will be \$36,000 in Director fees for each director plus the share-based payments if Resolutions 3, 4 and 5 are approved. Mr Eric W Y M Sam Yue will also receive management fees based on time charge related to the level of activities and that are anticipated to be similar to that of the financial year 2024.

- 10.15.5 The number of securities that have previously been and to be issued to the Directors under any employee incentive plan of the Company are as follows:
 - Mr Boris Patkin - 6,000,000 Shares at \$0.01 per Share, 5,000,000 Shares at \$0.007 per Share, 5,000,000 Shares at \$0.0075 per Share, 5,000,000 at \$0.0075 per Share, 6,000,000 Shares at \$0.0075 per Share and 6,000,000 Shares at \$0.004 per Share;
 - Mr John Wang – 12,000,000 Shares at \$0.01 per Share, 5,000,000 Shares at \$0.007 per Share; 5,000,000 Shares at \$0.0075 per Share, 5,000,000 Shares at \$0.0075 per Share, 6,000,000 Shares at \$0.0075 per Share and 6,000,000 Shares at \$0.004 per Share; and
 - Mr Eric W Y M Sam Yue – 5,000,000 Shares at \$0.007 per Share, 5,000,000 Shares at \$0.0075 per Share, 5,000,000 Shares at \$0.0075 per Share, 6,000,000 Shares at \$0.0075 per Share and 6,000,000 Shares at \$0.004 per Share.
- 10.15.6 The Shares are fully paid ordinary shares.
- 10.15.7 The Shares will be issued within 12 month after approval is given by shareholders.
- 10.15.8 The Shares will be issued at \$0.004 per Share.
- 10.15.9 A summary of the material terms of the EIP 2022 is as follows:

- (a) The shares issued under the EIP 2022 have the same rights as other ordinary fully paid shares in the Company subject to restrictions on transfer and dealing with (i.e. sell, mortgage, pledge or otherwise encumber), which apply where a loan made by the Company remains unpaid, when any specified Qualifying Conditions has not been satisfied and during a Qualifying Period.

- (b) The subscription price for shares will be at the Market Value of the shares on the day an offer is decided i.e. the weighted average of the prices at which the shares were traded in the five business days prior to the offer ("Market Value").
- (c) The Company at the time of making an offer to purchase shares may also provide an interest free loan to assist with purchase of those shares. Unless otherwise specified in the offer document the terms of the loan will be as follows: -
- The loan will be interest free and for a term of 5 years;
 - If a disqualifying event (as defined in the EIP 2022 Rules) occurs, the Company may sell the shares and after costs apply the sale proceeds to repay the outstanding amounts of the loan. If there is a shortfall between the loan amount still owing and the sale price, the plan participant will not be required to make good the shortfall. If there is a surplus after the sale of the shares the EIP 2022 participant is only entitled to the surplus if the Qualifying Period described in paragraph (e) below has expired and all Qualifying Conditions have been satisfied.
 - If at the expiry of a loan term, an EIP 2022 participant does not repay the loan, the Company may sell the shares and after costs, repay the loan. Any surplus will be paid to the participant provided all Qualifying Conditions have been satisfied. No shortfall between the sale price and the loan amount will be recoverable from the participant.
- (d) While an offer to take up shares under the EIP 2022 will be at Market Value the incentive for Eligible Persons to accept the offer is the granting of an interest free loan to fund all or part of the purchase price.
- (e) In certain circumstances, the Directors may specify in an offer to an Eligible Person that the Eligible Person may not transfer or deal with (i.e. sell, mortgage, pledge or otherwise encumber) the shares for a certain period of time ("Qualifying Period") and until certain conditions have been satisfied ("Qualifying Conditions"). Where the Company issues shares under the EIP 2022 and there is a loan granted to purchase those shares, the Company retains a lien over the shares until such time as the loan is repaid in full.
- (f) The total number of shares issued and under option pursuant to the EIP 2022 or any other employee share scheme of the Company in respect of shares or grant of options during the previous 5 years will not exceed 20% of the total issued shares of the Company; however, the 20% limit shall exclude expired or renounced options and renounced Shares that have been offered.
- (g) By accepting an offer of shares or options in accordance with the EIP 2022, a participant agrees to be bound by the EIP 2022 Rules or other conditions contained in the offer document.
- (h) The EIP 2022 Rules must comply with the Listing Rules of ASX and Corporations Act 2001 requirements.
- (i) Any amendment to the EIP 2022 Rules will also be subject to Listing Rules of ASX and Corporations Act 2001 requirements.
- (j) The EIP 2022 may only be amended by a resolution of the shareholders of the Company.

The detailed EIP 2022 Rules may be inspected during normal business hours at the registered office of the Company by prior appointment with the Company Secretary.

10.15.10 A summary of the material terms of loans that will be made to the Directors in relation to the acquisition is as follows:

Subject to approval of shareholders, a non-recourse interest free loan of \$24,000 for a term of 5 years from the date of the issue of the Shares will be provided to each of Mr Boris Patkin, Mr John Wang and Mr Eric W Y M Sam Yue to acquire the Shares under the EIP 2022.

The Company will hold a lien over the Shares until the loan is repaid. If the loan is not repaid at the expiry of the term of the loan or if a disqualifying event occurs, the Company may sell the Shares and after costs apply the net sale proceeds to repay the outstanding amount of the loan. If there is a shortfall between the loan amount still owing and the net sale proceeds, Mr Boris Patkin, Mr John Wang and Mr Eric W Y M Sam Yue will not be required to make good the shortfall. If there is a surplus after the

sale of the Shares Mr Boris Patkin, Mr John Wang and Mr Eric W Y M Sam Yue will be entitled to the surplus.

A disqualifying event occurs when (i) the Director ceases to be an Eligible Person; or (ii) the Director becomes an insolvent under administration; or (iii) the Director has perpetrated fraud against the Company; or (iv) the Director commits a breach of an obligation under the rules of the EIP 2022.

10.15.11 (a) Details of any securities issued under the EIP 2022 will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained as required under Listing Rule 10.14.

(b) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the EIP 2022 after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

10.15.12 A voting exclusion statement is set out on page 3.

The EIP Issue will not be subject to a Qualifying Period or any Qualifying Conditions.

The issue price per Share of \$0.004 is equal to a premium of 60.0% to the the volume weighted average price of the Share of \$0.0025 for the last five days on which sales in the Shares were recorded immediately prior to 17 October 2024, the business day the proposal was resolved to be made by the Company for the grant of Shares under the EIP 2022 (subject to its approval by shareholders) to the Directors.

The offer of the Shares combined with the grant of the loans to acquire the Shares under the EIP 2022 is akin to the offer of five-year options exercisable at \$0.004 per option. Applying the Black Scholes Option Pricing model, the estimated value of the option equivalent being offered to the Directors at 16 October 2024 (the business day before the proposal was resolved to be made for the grant of Shares under the EIP 2022), applying a risk free rate of 3.82% and expected price volatility of the Share price of 185.9% is \$0.0024 per option i.e. \$14,400 for 6,000,000 Shares offered to each of Mr Boris Patkin, Mr John Wang and Mr Eric W Y M Sam Yue.

Shareholder approval is also sought for the Company to make a non-recourse interest free 5 year loan of \$24,000 from the date of the issue of the Shares to each of Mr Boris Patkin, Mr John Wang and Mr Eric W Y M Sam Yue under the EIP 2022 to enable them to acquire the Shares. Funds received on repayment of the loans will be applied to general working capital.

The Directors believe that the grant of those Shares under the EIP 2022 is reasonable share-based remuneration supplementing the current short term cash benefits and is an incentive that align the interests of those Directors with those of other shareholders.

Resolutions 6, 7 and 8 – Approval of issue of Shares to Directors as payment of Director’s fees

In order to preserve cash resources of the Company and to settle directors’ fees due for part of the financial year 2024 to the Directors, Chairman Mr Boris Patkin, Managing Director Mr John Wang and Executive Director Eric WYM Sam Yue have agreed for Director's fees payable of \$31,200.00 including GST to Mr Boris Patkin, \$29,880.00 including GST to Mr John Wang and \$15,739.92 excluding superannuation to Mr Eric WYM Sam Yue to be settled by the issue of fully paid ordinary shares in the Company (“Shares”) at a deemed issue price of \$0.0025 per Share which is equal to the volume weighted average market price of a Share over the last 5 trading days on which sales were recorded to 16 October 2024, the business day before the agreement. The Shares to be issued have the same rights as other Shares in the Company.

Shareholder approval is sought for the issue of the Shares to Mr Boris Patkin, Mr John Wang and Mr Eric WYM Sam Yue as under Listing Rule 10.11 of ASX the issue of any Share by the Company to a Director requires shareholder approval.

Information to shareholders in accordance with Listing Rule 10.13 is as follows:

- 10.13.1 The Shares to be issued to Mr Boris Patkin, Mr John Wang and Mr Eric W Y M Sam Yue.
- 10.13.2 Mr Boris Patkin, Mr John Wang and Mr Eric W Y M Sam Yue are related parties being directors of the Company.
- 10.13.3 12,480,000 Shares to be issued to Mr Boris Patkin, 11,952,000 to Mr John Wang and 6,295,966 to Mr Eric W Y M Sam Yue.
- 10.13.4 The Shares are fully paid ordinary shares.
- 10.13.5 The Shares will be issued within 1 month after approval is given by shareholders.
- 10.13.6 The Shares will be issued at a deemed issue price of \$0.0025 per Share. No cash will be received from the issue.
- 10.13.7 The issue will be for settlement of fees payable of \$31,200.00 including GST to Mr Boris Patkin, \$29,880.00 including GST to Mr John Wang and \$15,739.92 excluding superannuation to Mr Eric W Y M Sam Yue for part of the financial 2024.
- 10.13.8 See explanatory statement for Resolutions 3, 4 and 5 at item 10.15.4 above.
- 10.13.9 The Shares are not issued under an agreement.
- 10.13.10 Voting exclusion statements are set out on pages 3 and 4.

If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1 with the result that the Shares issued to the Directors will be excluded from the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue of the Shares to the Directors.

Resolution 9 – Approval for issue of up to 200,000,000 new shares

The Company proposes to issue up to 200,000,000 fully paid ordinary shares ("Future Issue") at a price per share that is at least 80% of the volume weighted average market price for the share calculated over the last 5 days on which sales in the shares were recorded before the day on which the issue is made.

The shares proposed to be issued have the same rights as other fully paid ordinary shares of the Company already on issue.

The amount to be raised is to be applied to fund the Company's exploration activities, appraisal of corporate opportunities, investment in available new ventures, payment of borrowings if any, the cost of placement of the shares and for general working capital.

The Company has plans to undertake new capital raisings but there is no agreement in place and the subscribers for a potential capital raising have not yet been determined. The Company proposes to offer the shares to professional and sophisticated investors and other investors not requiring a disclosure document under section 708 of the Corporations Act who have previously participated in private placements or share purchase plans or pro-rata offers of shares of the Company or may be in the top 20 shareholders list and/or introduced by stockbrokers who may offer to assist in capital raising. The stockbrokers may select prospective investors from their in-house database of professional and sophisticated clients who may have interests in investing in small to medium listed resources entities. The shares will only be issued to those entities that accept an offer, if and when the proposed issue is approved by shareholders at the Annual General Meeting.

The shares will not be offered to related parties or key management personnel or substantial shareholders or adviser of the Company or their associates without shareholders' approval and be issued more than 1% of the issued capital of the Company. The Company may not issue all the securities for which approval is given. The Company may issue and allot the securities progressively as the Company places the securities with investors.

In accordance with Listing Rule 7.3.4, shares approved under this Resolution 9 will be issued and allotted by the Company no later than three months from the date of the approval.

Application of Listing Rules of ASX Limited to Resolution 9

Subject to a number of exceptions, Listing Rule 7.1 of ASX Limited limits the amount of equity securities that the Company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The Future Issue does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's shareholders under Listing Rule 7.1.

If Resolution 9 is passed, the Company will be able to proceed with the Future Issue and raise capital as may be required to fund its activities. In addition, the Future Issue will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 9 is not passed, the Company will not be able to proceed with the Future Issue and will be restricted to raise capital with the issue of new shares without shareholder approval within the 15% limit in Listing Rule 7.1.

Resolution 9 seeks the required shareholder approval to the Future Issue under and for the purposes of Listing Rule 7.1.

Recommendation of Directors

The Directors recommend shareholders to vote in favour of all resolutions.

SHAREHOLDER COMMUNICATIONS

Receiving your shareholder communications electronically is the best way to stay informed and will assist Ausmon Resources Limited with reducing paper usage. If you haven't already, we encourage you to make the switch to paperless communications and provide us with your email address. To make the change, login to www.investorserve.com.au, add your email address via 'My Details' on the left-hand side of the screen and click 'Communication Options' to select the communication options you would like to set to email.

You can make a standing election as to how you would like to receive certain documents including annual reports, meeting-related documents (for example notices of meeting and proxy/voting forms) and payment statements.

You can also make a one-off request to receive a document in physical or electronic form by contacting the registry on enquiries@boardroomlimited.com.au

You will also be able to access Shareholder Documents such as our Annual Report, Notice of Meeting and other documents relating to shareholder meetings when they are published on our website or made available on the ASX platform.

A hard copy of the Notice of Annual General Meeting and Explanatory Memorandum has not been mailed with this Proxy Form and may be viewed and downloaded from the Company's website <https://www.ausmonresources.com.au/AGM>.

You may call the Company Secretary on +61 2 9264 6988 if you require a hard copy mailed or emailed to you.

Ausmon Resources Limited
ABN 88 134 358 964

("Company")

FOR ALL ENQUIRIES CALL:
+61 2 9264 6988

ALL CORRESPONDENCE TO:
PO Box 20188
World Square, Sydney NSW 2002
Australia

Attending the Meeting

Please bring this form with you to assist registration.

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 12:30 PM ON 27 NOVEMBER 2024

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy. If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the Company. Do not write the name of the Company or the registered security holder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the Company.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope or by email or fax.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

STEP 3 Sign the Form

The form **must** be signed as follows:

Individual: this form is to be signed by the security holder.

Joint Holding: where the holding is in more than one name, all the security holders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry or the Company. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting i.e. at **12:30 pm on 27 November 2024**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged:

BY MAIL - Ausmon Resources Limited, PO Box 20188,
World Square, Sydney NSW 2002 Australia

BY EMAIL - office@ausmonresources.com.au

IN PERSON - Ausmon Resources Limited,
"World Tower" Suite 1312, Level 13, 87-89 Liverpool Street,
Sydney NSW 2000 Australia

Your Address
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Security holders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

Annual General Meeting of Ausmon Resources Limited to be held on 29 November 2024 at 12:30 pm
See overleaf for details

STEP 1 - Appointment of Proxy

I/We being a member/s of **Ausmon Resources Limited** and entitled to attend and vote hereby appoint

☐ the Chairman of the Meeting (mark with an 'X')

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered security holder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **Annual General Meeting of Ausmon Resources Limited to be held at the Offices of Piper Alderman, Level 23, Governor Macquarie Tower, 1 Farrer Place, Sydney on 29 November 2024 at 12:30 pm** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting instruction below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of each resolution, even though a resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel. The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2 - Voting directions to your Proxy – please mark ☒ or ☐ to indicate your directions

Ordinary Resolutions			For	Against	Abstain*	Ordinary Resolutions			For	Against	Abstain*
1	Adoption of the Remuneration Report		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6	Approval for issue of shares to Director Mr Boris Patkin as payment of Director's fees		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of Mr Eric W Y M Sam Yue as a Director		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7	Approval for issue of shares to Director Mr John Wang as payment of Director's fees		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval for Issue of shares to Director Mr Boris Patkin under Employee Incentive Plan 2022		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	Approval for issue of shares to Director Mr Eric W Y M Sam Yue as payment of Director's fees		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval for Issue of shares to Director Mr John Wang under Employee Incentive Plan 2022		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Approval for issue of up to 200,000,000 new shares under ASX Listing Rule 7.1		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval for Issue of shares to Director Mr Eric W Y M Sam Yue under Employee Incentive Plan 2022		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>						

*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 - PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary